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ARTICLES OF INCORPORATION

OF

WOODSTREAM FALLS CONDOMINIUM ASSOCIATION, INC.

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STATE OF COLORADO  
DEPT. OF STATE

ARTICLE I

Name

The name of this Corporation shall be WOODSTREAM FALLS CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

Duration

The term of existence of this Corporation is perpetual.

ARTICLE III

Purposes

The business, objects and purposes for which the Corporation is formed are as follows:

1. To be and constitute the Association to which reference is made in the Condominium Declaration for Woodstream Falls, A Condominium, and any supplement thereto (for brevity, hereinafter referred to as "Declaration") to be recorded in the records of the Clerk and Recorder of the County of Denver, Colorado, pursuant to C.R.S., 1973, 7-20-101, and amendment thereto, relating to a condominium ownership project, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association.

2. To provide an entity for the furtherance of the interests of all of the owners, including the Declarant named in the Declaration, of condominium units in the Woodstream Falls with the objectives of establishing and maintaining it as a prime condominium ownership project of the highest possible quality and value and enhancing and protecting its value, desirability and attractiveness.

ARTICLE IV

Powers

In furtherance of its purposes, the Corporation shall have all of the powers conferred upon corporations not for profit by the statutes and common law of the State of Colorado in effect from time to time, including all of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the Declaration which will include, but shall not be limited to, the following:

1. To make and collect common expense assessments against members of the Association for the purposes of payment of the common expenses (including the expenses incurred in exercising its powers or of performing its functions);

2. To manage, control, operate, maintain, repair, improve and enlarge the common elements;

3. To enforce the terms, covenants, restrictions, conditions, uses, limitations and obligations set forth under the Declaration and Bylaws, and to make and enforce rules and regulations as provided therein;

4. To engage in activities which will actively foster, promote, and advance the interests of all of the owners of condominium units including the interests of the Declarant during its development of the project and its ownership of condominium units;

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5. To hire a Managing Agent who shall have and exercise those duties and powers granted to him by the Board of Managers, but not those powers which the Board by law, may not delegate;

6. Notwithstanding above, unless at least seventy-five percent (75%) of the first mortgagees of condominium units (based upon one vote for each first mortgage owned or held) have given their prior written approval, the Association shall not be empowered or entitled to:

(a) By act or omission, seek to abandon, or terminate the condominium regime.

(b) Partition or subdivide any condominium unit.

(c) By act or omission, seek to abandon, partition, subdivide, encumber, sell or transfer the common elements.

(d) use hazard insurance proceeds for loss to the improvements for other than the repair, replacement or reconstruction of such improvements.

#### ARTICLE V

##### Memberships

1. This Corporation shall be a membership corporation without certificates or shares of stock. There shall be one class of membership, and there shall be one membership in the corporation for each condominium unit, as defined in the Declaration and supplements thereto. The owner or owners of a condominium unit shall hold and share the membership related to that condominium unit in the same proportionate interest and by the same type of tenancy in which the title to the condominium unit is held, provided always that there shall be only one membership per condominium unit. No person or entity other than an owner of a condominium unit may be a member of the Corporation.

2. A membership in the Corporation and the share of a member in the assets of the Corporation shall not be assigned, encumbered or transferred in any manner except as appurtenant to the transfer of title to the condominium unit to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust or other security instrument on a condominium unit as further security for a loan secured by a lien on such condominium unit.

3. A transfer of membership shall occur automatically upon the transfer of title to the condominium unit to which the membership pertains; provided, however, that the Bylaws of the Corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the Corporation.

4. The Corporation may suspend the voting rights of a member for failure to comply with the rules or regulations of the Corporation or with any other obligations of the owners of any condominium unit under the Declaration and Bylaws.

5. The Bylaws may contain provisions setting forth the rights, privileges, duties and responsibilities of the members.

#### ARTICLE VI

##### Board of Managers

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Managers. The Board of Managers shall consist of not less than three nor more than five members, the specific number to be set forth from time to time in the Bylaws of the Corporation. Managers shall be Owners (as defined in the Declaration) which, in the case of Declarant or other corporate Owners, shall include the officers, directors, agents or employees of Declarant and the officers and directors of other corporate Owners.

2. Members of the Board of Managers shall be elected at the annual meeting of the members in the manner determined by the Bylaws; provided, however, that the Declarant under the Declaration shall be entitled to elect the members of the Board of Managers until such time as one hundred percent (100%) of the condominium units within the condominium project have been sold or December 31, 1981, whichever occurs first.

3. Managers may be removed and vacancies of the Board of Managers shall be filled in the manner to be provided by the Bylaws.

4. The names and addresses of the members of the first Board of Managers who shall serve until the first election of Managers and until their successors are duly elected and qualified are as follows:

Eilif Kuhnle, 8610 N.E. 21st Place, Bellevue, Washington 98004  
 Paul Schuler, 3216 N.E. 45th Place, #105, Seattle, Washington 98105  
 Ralph Brinton, 36 South State Street, #1200, Salt Lake City, Utah 84111

Any vacancies in the Board of Managers occurring before the first election of Managers shall be filled by the remaining Managers.

#### ARTICLE VII

##### Officers

The Board of Managers may appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Board believes will be in the best interest of the Corporation. The Officers shall have such duties as may be prescribed in the Bylaws of the Corporation and shall serve at the pleasure of the Board of Managers.

#### ARTICLE VIII

##### Conveyances and Encumbrances

Corporate property may be conveyed or encumbered by authority of the Board of Managers or by such person or persons to whom such authority may be delegated by resolution of the Board. Conveyances or encumbrances shall be by an instrument executed by the President or a Vice-President and by the Secretary or an Assistant Secretary, or executed by such other person or persons to whom such authority may be delegated by the Board.

#### ARTICLE IX

##### Initial Registered Office and Agent

The initial registered office of the Corporation shall be 718 - 17th Street, Suite 800, Denver, Colorado 80202. The initial registered agent of such office shall be ALAN B. LOTTNER.

#### ARTICLE X

##### Amendments

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner set forth in the Bylaws; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

#### ARTICLE XI

##### Managing Agent Functions

The Association shall obtain and pay for the services of a person, persons, or entity to administer and manage its affairs and be responsible for the operation, maintenance, repair and improving of the common elements and all of the exterior portions of the improvements and to keep the same in good, attractive and sanitary

condition, order and repair; provided, however, that the Declarant shall have the right to perform such services or appoint an entity to perform the same until the development of the condominium project has been fully completed and all of the condominium units have been sold or until December 31, 1980, whichever occurs first. The cost of such services shall be borne by the members according to their percentage or fractional interest in the common elements as provided in the Declaration, supplements thereto and Bylaws, whether such services are directly rendered by the Declarant or delegated by Declarant to a person or entity.

ARTICLE XII

General

This Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

ARTICLE XIII

Incorporators

The Incorporators of this Corporation and their addresses are as follows:

PENNY STINSON	Suite 800, 718-17th Street Denver, Colorado 80202
FAYE SPAULDING	Suite 800, 718-17th Street Denver, Colorado 80202
Patty Appleby	Suite 800, 718-17th Street Denver, Colorado 80202

EXECUTED this 12th day of April, A.D., 1978.

Penny Stinson  
Penny Stinson

Faye Spaulding  
Faye Spaulding

Patty Appleby  
Patty Appleby

STATE OF COLORADO )  
                          ) ss:  
City and County of Denver)

Sworn to and subscribed before me this 12th day of April, 1978, by Penny Stinson, Faye Spaulding, and Patty Appleby.

My commission expires: 10/25/81  
Wanda Pothoff  
Notary Public

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COLORADO DEPARTMENT OF STATE

STATEMENT OF

FILING FEE: \$5.00

CORPORATE I.D. NUMBER  
F DN 03453332

FOR OFFICE USE ONLY

CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

NAME OF NEW REGISTERED AGENT DAVID W. PHIFER		B ADDRESS OF NEW REGISTERED OFFICE FIRM OR BLDG APARTMENT & CONDOMINIUM CONCEPTS, UNLIMITED INC.	
STATE OR COUNTRY OF INCORPORATION COLORADO		STREET ADDRESS 3400 SOUTH ONEIDA WAY	
CITY DENVER		ZIP CODE 80224	

COMPLETE THIS FORM ONLY WHEN THE AGENT NAME AND/OR ADDRESS IN BOX G ARE TO BE CHANGED FOR THE CORPORATION NAMED IN THAT BOX	FILED 400920 F-78 COLOR. DEPT. OF STATE
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I HEREBY CERTIFY THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

DECLARATION AND NOTARIZATION

STATE COLORADO COUNTY DENVER

PURSUANT TO THE PROVISIONS OF TITLE 7, CRS 1973, I, RALPH BRINTON, NAME OF THE STUDENT OR VICE PRESIDENT

HAVING BEEN DULY SWORN, DECLARE THAT THIS STATEMENT IS TRUE COMPLETE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

SUBSCRIBED AND SWORN TO BEFORE ME ON 4/20/82

MY COMMISSION EXPIRES ON 10-26-81

SIGNED *Ralph Brinton* VICE PRESIDENT  
 NOTARY PUBLIC *William J. ...*

G THE EXACT CORPORATE NAME, CURRENT REGISTERED OFFICE AND CURRENT REGISTERED AGENT ARE

ALAN B. LOTTNER  
AGENT FOR  
WOODSTREAM FALLS CONDOMINIUM ASSOCIATION, INC.  
718-17TH ST., STE. 800  
DENVER, CO 80202

COMPLETE NOT ALTER THIS INFORMATION

MAIL TO:  
COLORADO DEPARTMENT OF STATE  
P.O. BOX 5961  
DENVER, CO. 80217

FORM 1001-1073

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